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Attorney for Defendants Morgan Stanley & Co. LLC (f/k/a Morgan Stanley & Co., Inc.),
 Deutsche Bank AG, and RBC Dominion Securities Inc.

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 OAKLAND DIVISION

THOMAS E. HARPER and DIANE KEENE,
 Individually and On Behalf of All Others
 Similarly Situated,

Plaintiffs,

vs.

SMART TECHNOLOGIES, INC., DAVID A.
 MARTIN, NANCY L. KNOWLTON, G.A.
 FITCH, SALIM NATHOO, ARVIND
 SODHANI, INTEL CORPORATION, APAX
 PARTNERS, MORGAN STANLEY & CO.,
 INC., DEUTSCHE BANK AG, and RBC
 DOMINION SECURITIES, INC.,

Defendants.

Case No. 4:11-cv-05232 SBA

**UNDERWRITER DEFENDANTS'
 RULE 7.1 STATEMENT**

Defendants Morgan Stanley & Co. LLC (f/k/a Morgan Stanley & Co., Inc.), Deutsche
 Bank AG¹, and RBC Dominion Securities Inc. respectfully submit the following disclosure
 statement pursuant to Rule 7.1 of the Federal Rules of Civil Procedure:

¹ Plaintiffs incorrectly named Deutsche Bank AG as a defendant in this case. Deutsche Bank AG
 had nothing to do with the IPO—its affiliate Deutsche Bank Securities, Inc., which is not named
 as a defendant here, was an underwriter of the IPO.

1 1. Defendant Morgan Stanley & Co. LLC is a limited liability company whose sole
2 member is Morgan Stanley Domestic Holdings, Inc., a corporation wholly owned by
3 Morgan Stanley Capital Management, LLC, a limited liability company whose sole
4 member is Morgan Stanley. Morgan Stanley is a publicly held corporation that has no
5 parent corporation.

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7 Based on Securities and Exchange Commission Rules regarding beneficial
8 ownership, State Street Corporation (“State Street”), State Street Financial Center, One
9 Lincoln Street, Boston Massachusetts 02111, beneficially owns 10.8% of Morgan
10 Stanley’s outstanding common stock (based on a Schedule 13G filed under the Securities
11 Exchange Act of 1934 (the “Exchange Act”) as of February 11, 2011 by State Street (the
12 “State Street Schedule 13G”). As reported in the State Street Schedule 13G, all of the
13 securities are beneficially owned by State Street and its direct or indirect subsidiaries in
14 their various fiduciary and other capacities.

15
16 Further, according to a Schedule 13D filed under the Exchange Act on October
17 23, 2008, as amended on October 30, 2008, May 22, 2009, June 11, 2009, April 1, 2010,
18 May 3, 2010 and November 9, 2010 (together, the “MUFG Schedule 13D”) by
19 Mitsubishi UFJ Financial Group, Inc. (“MUFG”), 7-1 Marunouchi 2-chome, Chiyoda-ku,
20 Tokyo 100-8330, MUFG beneficially owned 22.56% of Morgan Stanley’s outstanding
21 common stock.

22
23 2. Defendant Deutsche Bank AG, a publicly held corporation, has no parent
24 corporation and no publicly held corporation owns more than 10% of its stock.

25 3. Defendant RBC Dominion Securities Inc., is an indirect, wholly-owned subsidiary
26 of Royal Bank of Canada, which is publicly traded under the symbol RY. No publicly
27 held entity owns more than 10% of Royal Bank of Canada’s stock.
28

1 Dated: November 11, 2011

Milbank Tweed Hadley & McCloy LLP

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3 By: /s/ Jerry Marks
4 Jerry Marks (Cal. SBN: 135395)
5 Attorney for Defendants Morgan Stanley &
6 Co., Inc., Deutsche Bank AG, and RBC
7 Dominion Securities Inc.
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DECLARATION OF SERVICE

I, Paul Torres, declare as follows:

I am employed in the County of Los Angeles, State of California; I am over the age of 18 years and am not a party to this action; my business address is 601 S. Figueroa Street, Los Angeles, CA 90017. On November 11, 2011, I served the within:

UNDERWRITER DEFENDANTS' RULE 7.1 STATEMENT

to all named counsel of record as follows:

BY ECF (ELECTRONIC CASE FILING): I e-filed the above-detailed documents utilizing the United States District Court, Northern District of California's mandated ECF (Electronic Case Filing) service. Counsel of record are required by the Court to be registered efilers, and as such are automatically e-served with a copy of the documents upon confirmation of e-filing.

I certify under penalty of perjury that the foregoing is true and correct and that this Declaration of Service was executed by the undersigned on November 11, 2011, at Los Angeles, California.

/s/ Paul Torres